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Cm  
cyano; cyanoalkyl; amino optionally substituted with C<sub>1-6</sub> alkyl; amido; or (lower alkyl)amide;  
or **B** is an acyl derivative of formula **R**<sub>4</sub>-C(O)-; a carboxyl derivative of formula **R**<sub>4</sub>-O-C(O)-; an  
amide derivative of formula **R**<sub>4</sub>-N(**R**<sub>5</sub>)-C(O)-; a thioamide derivative of formula **R**<sub>4</sub>-N(**R**<sub>5</sub>)-C(S)-; or  
a sulfonyl derivative of formula **R**<sub>4</sub>-SO<sub>2</sub> wherein

**R**<sub>4</sub> is (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy,  
amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido, or (lower alkyl) amide;  
(ii) C<sub>3-7</sub> cycloalkyl, C<sub>3-7</sub> cycloalkoxy, or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with  
hydroxy, carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amino optionally mono- or di-substituted with  
C<sub>1-6</sub> alkyl, amido, or (lower alkyl) amide;  
(iii) amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl; amido; or (lower alkyl)amide;  
(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido,  
(lower alkyl)amide, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl; or  
(v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido,  
(lower alkyl) amide, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;  
**R**<sub>5</sub> is H or C<sub>1-6</sub> alkyl; with the proviso that when **B** is a carboxyl derivative, an amide  
derivative or a thioamide derivative, **R**<sub>4</sub> is not a cycloalkoxy;

**Y** is H or C<sub>1-6</sub> alkyl;

**R**<sup>3</sup> is C<sub>1-8</sub> alkyl, C<sub>3-7</sub> cycloalkyl, or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with hydroxy, C<sub>1-6</sub>  
alkoxy, C<sub>1-6</sub> thioalkyl, amido, (lower alkyl)amido, C<sub>6</sub> or C<sub>10</sub> aryl, or C<sub>7-16</sub> aralkyl;

**R**<sup>2</sup> is CH<sub>2</sub>-**R**<sub>20</sub>, NH-**R**<sub>20</sub>, O-**R**<sub>20</sub> or S-**R**<sub>20</sub>, wherein **R**<sub>20</sub> is pyrimidinyl, quinazolinyl, (lower alkyl)-  
pyrimidinyl or (lower alkyl)-quinazolinyl, each optionally mono-, di- or tri-substituted with **R**<sub>21</sub>,  
wherein each **R**<sub>21</sub> is independently C<sub>1-6</sub> alkyl; C<sub>1-6</sub> alkoxy; lower thioalkyl; sulfonyl; NO<sub>2</sub>;  
OH; SH; halo; haloalkyl; amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, C<sub>6</sub> or  
C<sub>10</sub> aryl, C<sub>7-14</sub> aralkyl, Het or (lower alkyl)-Het; amido optionally mono-substituted with C<sub>1-6</sub>  
alkyl, C<sub>6</sub> or C<sub>10</sub> aryl, C<sub>7-14</sub> aralkyl, Het or (lower alkyl)-Het; carboxyl; carboxy(lower  
alkyl); C<sub>6</sub> or C<sub>10</sub> aryl, C<sub>7-14</sub> aralkyl or Het, said aryl, aralkyl or Het being optionally  
substituted with **R**<sub>22</sub>;

wherein **R**<sub>22</sub> is C<sub>1-6</sub> alkyl; C<sub>3-7</sub> cycloalkyl; C<sub>1-6</sub> alkoxy; amino optionally mono- or  
di-substituted with C<sub>1-6</sub> alkyl; sulfonyl; (lower alkyl)sulfonyl; NO<sub>2</sub>; OH; SH; halo;

haloalkyl; carboxyl; amide; (lower alkyl)amide; or Het optionally substituted with C<sub>1-6</sub> alkyl;

**R<sup>1</sup>** is H; C<sub>1-6</sub> alkyl, C<sub>3-7</sub> cycloalkyl, C<sub>2-6</sub> alkenyl, or C<sub>2-6</sub> alkynyl, all optionally substituted with halogen;

or a pharmaceutically acceptable salt or ester thereof;

wherein "Het" is defined as a five-membered saturated or unsaturated, aromatic or non-aromatic, heterocycle containing from one to four heteroatoms selected from nitrogen, oxygen and sulfur, wherein said heterocycle is optionally fused to a benzene ring.

- 5.** (amended) A compound of formula I according to claim 1, wherein **B** is a carboxyl derivative of formula **R<sub>4</sub>-O-C(O)-**, wherein **R<sub>4</sub>** is
- (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide;
  - (ii) C<sub>3-7</sub> cycloalkyl, C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide;
  - (iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl; or
  - (v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amido.
- 6.** (amended) A compound of formula I according to claim 1, wherein **B** is an amide derivative of formula **R<sub>4</sub>-N(R<sub>5</sub>)-C(O)-** wherein **R<sub>4</sub>** is
- (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;
  - (ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;
  - (iii) amino optionally mono- or di-substituted with C<sub>1-3</sub> alkyl;

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Cmt

(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, (lower alkyl)amide, or amino optionally substituted with C<sub>1-6</sub> alkyl; or  
(v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide; and  
R<sub>5</sub> is H or methyl.

7. (amended) A compound of formula I according to claim 1, wherein **B** is a thioamide derivative of formula **R<sub>4</sub>-NH-C(S)-**; wherein **R<sub>4</sub>** is
- (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl or C<sub>1-6</sub> alkoxy;
  - (ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amino or amido.

- B5
11. (amended) A compound of formula I according to claim 5, wherein **B** is a carboxyl derivative of formula **R<sub>4</sub>-O-C(O)-**, wherein **R<sub>4</sub>** is
- (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy or amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;
  - (ii) C<sub>3-7</sub> cycloalkyl, C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, or
  - (iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally substituted with C<sub>1-6</sub> alkyl; or
  - (v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, or amino optionally mono-substituted with C<sub>1-6</sub> alkyl.

12. (amended) A compound of formula I according to claim 6, wherein **B** is an amide derivative of formula **R<sub>4</sub>-N(R<sub>5</sub>)-C(O)-** wherein **R<sub>4</sub>** is
- (i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy, amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;
  - (ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub>

alkoxy)carbonyl, amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;

(iii) amino optionally mono- or di-substituted with C<sub>1-3</sub> alkyl, or

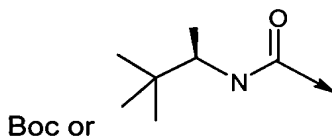
(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino or amido optionally substituted with C<sub>1-6</sub> alkyl; or

(v) Het optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino or amido, and R<sub>5</sub> is H.

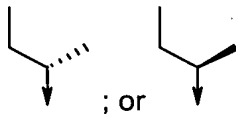
13. (amended) A compound of formula I according to claim 7, wherein **B** is a thioamide derivative of formula R<sub>4</sub>-NH-C(S)-; wherein R<sub>4</sub> is (i) C<sub>1-10</sub> alkyl; or (ii) C<sub>3-7</sub> cycloalkyl.

14. (amended) A compound of formula I according to claim 12, wherein **B** is an amide derivative of formula R<sub>4</sub>-NH-C(O)- wherein R<sub>4</sub> is  
(i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;  
(ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amido, (lower alkyl)amide, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;  
(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino or amido.

15. (amended) A compound of formula I according to claim 1, wherein **B** is

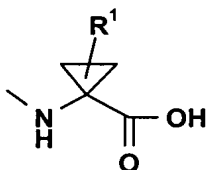


19. (amended) A compound of formula I according to claim 18, wherein R<sup>3</sup> is the side chain of Tbg, Ile, Val, Chg or:



B7 ~~26~~  
~~36~~ (twice amended) A compound of formula I according to claim 1, wherein  $R^1$  is H, C<sub>1-3</sub> alkyl, C<sub>3-5</sub> cycloalkyl, or C<sub>2-4</sub> alkenyl, all optionally substituted with halo.

~~27~~  
~~37~~ (amended) A compound of formula I according to claim ~~36~~ <sup>26</sup>, wherein  $P1$  is:



and  $R^1$  is ethyl, vinyl, cyclopropyl, 1 or 2-bromoethyl or 1 or 2-bromovinyl.

B8 ~~35~~  
~~45~~ (twice amended) A compound of formula I according to claim 1, wherein  
 $B$  is a C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> alkanoyl, hydroxy, hydroxyalkyl, halo, haloalkyl, nitro, cyano, cyanoalkyl, amido, (lower alkyl)amido, or amino optionally substituted with C<sub>1-6</sub> alkyl; or  
Het or (lower alkyl)-Het, all optionally substituted with C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> alkanoyl, hydroxy, hydroxyalkyl, halo, haloalkyl, nitro, cyano, cyanoalkyl, amido, (lower alkyl)amido, or amino optionally substituted with C<sub>1-6</sub> alkyl, or  
 $B$  is  $R_4-SO_2$  wherein  $R_4$  is amido; (lower alkyl)amide; C<sub>6</sub> or C<sub>10</sub> aryl, C<sub>7-14</sub> aralkyl or Het, all optionally substituted with C<sub>1-6</sub> alkyl, or  
 $B$  is an acyl derivative of formula  $R_4-C(O)-$  wherein  $R_4$  is  
(i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, hydroxy or C<sub>1-6</sub> alkoxy, amido, (lower alkyl)amide, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;  
(ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, both optionally substituted with hydroxy, carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amido, (lower alkyl)amide, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;

(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, (lower alkyl)amide, or amino optionally substituted with C<sub>1-6</sub> alkyl;

(v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally substituted with C<sub>1-6</sub> alkyl, amido, (lower alkyl)amide, or amino optionally substituted with C<sub>1-6</sub> alkyl, or

**B** is a carboxyl derivative of formula **R<sub>4</sub>-O-C(O)-**, wherein **R<sub>4</sub>** is

(i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide;

(ii) C<sub>3-7</sub> cycloalkyl, C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide;

(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl; or

(v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amido, or

**B** is an amide derivative of formula **R<sub>4</sub>-N(R<sub>5</sub>)-C(O)-** wherein **R<sub>4</sub>** is

(i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl, hydroxy, C<sub>1-6</sub> alkoxy, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;

(ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amido, (lower alkyl)amido, or amino optionally mono- or di-substituted with C<sub>1-6</sub> alkyl;

(iii) amino optionally mono- or di-substituted with C<sub>1-3</sub> alkyl;

(iv) C<sub>6</sub> or C<sub>10</sub> aryl or C<sub>7-16</sub> aralkyl, all optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amido, (lower alkyl)amide, or amino optionally substituted with C<sub>1-6</sub> alkyl; or

(v) Het or (lower alkyl)-Het, both optionally substituted with C<sub>1-6</sub> alkyl, hydroxy, amino optionally substituted with C<sub>1-6</sub> alkyl, amido or (lower alkyl)amide; and

**R<sub>5</sub>** is H or methyl, or

**B** is thioamide derivative of formula **R<sub>4</sub>-NH-C(S)-**; wherein **R<sub>4</sub>** is

(i) C<sub>1-10</sub> alkyl optionally substituted with carboxyl, C<sub>1-6</sub> alkanoyl or C<sub>1-6</sub> alkoxy;

(ii) C<sub>3-7</sub> cycloalkyl or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with carboxyl, (C<sub>1-6</sub> alkoxy)carbonyl, amino or amido;

Y is H or methyl;

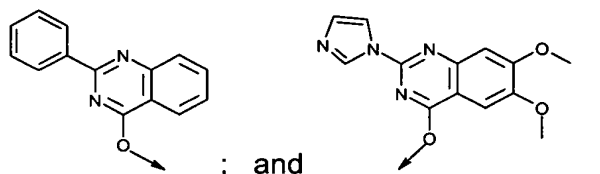
**R<sup>3</sup>** is C<sub>1-8</sub> alkyl, C<sub>3-7</sub> cycloalkyl, or C<sub>4-10</sub> alkylcycloalkyl, all optionally substituted with hydroxy, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> thioalkyl, acetamido, C<sub>6</sub> or C<sub>10</sub> aryl, or C<sub>7-16</sub> aralkyl;

**R<sup>2</sup>** is S-**R<sub>20</sub>** or O-**R<sub>20</sub>** wherein **R<sub>20</sub>** is pyrimidinyl, quinazolinyl, -CH<sub>2</sub>-pyrimidinyl or -CH<sub>2</sub>-quinazolinyl, all optionally mono-, di- or tri-substituted with **R<sub>21</sub>**, wherein

**R<sub>21</sub>** is C<sub>1-6</sub> alkyl; C<sub>1-6</sub> alkoxy; lower thioalkyl; amino or amido optionally mono- or di-substituted with C<sub>1-6</sub> alkyl, C<sub>6</sub> or C<sub>10</sub> aryl, C<sub>7-16</sub> aralkyl, Het or (lower alkyl)-Het; NO<sub>2</sub>; OH; halo; trifluoromethyl; carboxyl; C<sub>6</sub> or C<sub>10</sub> aryl, C<sub>7-16</sub> aralkyl, or Het, said aryl, aralkyl or Het being optionally substituted with **R<sub>22</sub>**, wherein

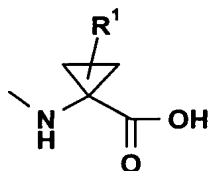
**R<sub>22</sub>** is C<sub>1-6</sub> alkyl; C<sub>3-7</sub> cycloalkyl; C<sub>1-6</sub> alkoxy; amino; mono- or di-(lower alkyl)amino; (lower alkyl)amide; sulfonylalkyl; NO<sub>2</sub>; OH; halo; trifluoromethyl; carboxyl or Het; or

**R<sup>2</sup>** is selected from the group consisting of:

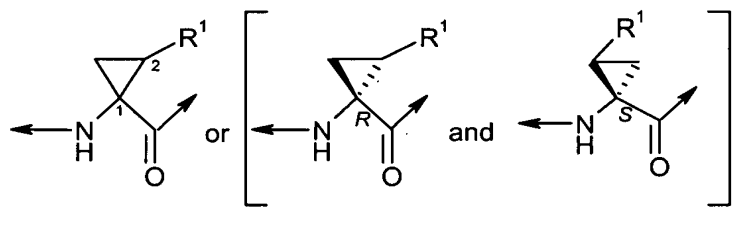


and

**P1** is:



, wherein **R<sup>1</sup>** is H, C<sub>1-3</sub> alkyl, C<sub>3-5</sub> cycloalkyl, or C<sub>2-4</sub> alkenyl optionally substituted with halo, and said **R<sup>1</sup>** at carbon 2 is orientated *syn* to the carbonyl at position 1, represented by the radical:



or a pharmaceutically acceptable salt or ester thereof.